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Hill & Smith Holdings PLC

NOTICE OF HILL & SMITH HOLDINGS PLC ANNUAL GENERAL MEETING 2011

TO BE HELD AT

**The Village Hotel, The Green Business Park, Shirley, Solihull, B90 4GW
11.00 a.m. on Thursday 12 May 2011**

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Letter from the Chairman

Hill & Smith Holdings PLC
Registered in England and Wales
Company Number 671474
Registered Office:
Westhaven House
Arleston Way
Shirley
Solihull
B90 4LH

1 April 2011

Dear Shareholder

Annual General Meeting 2011

It is with particular pleasure that I write to you with notice of what is the 50th Annual General Meeting ("AGM") of Hill & Smith Holdings PLC ("the Company"). This 50th AGM will be held on 12 May 2011 at 11.00 a.m. at The Village Hotel, The Green Business Park, Shirley, Solihull, B90 4GW. The formal Notice of Meeting on pages 3 to 6 of this document sets out and explains the Resolutions to be proposed and considered at the AGM.

Please note that the Company's website (www.hsholdings.com) contains copies of all corporate reports and this Notice as well as other information and the results of the voting at the AGM will be posted on the website after the meeting.

You will find a Form of Proxy for use at the AGM either enclosed (if you have received a hard copy of this Notice) or by going to www.eproxyappointment.com ("the website"). If you have received an email notification of this Notice this will include your Shareholder Registration Number (SRN) and PIN number (also given on the hard copy Form of Proxy) which you will need to file a Form of Proxy online. Whether or not you intend to be present at the AGM, please return the Form of Proxy duly completed to the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY either in the reply-paid envelope provided or by following the onscreen instructions on the website so as to be received as soon as possible and in any event not later than 48 hours before the time appointed for the AGM. The completion and return of the Form of Proxy will not prevent you from attending the AGM and voting in person if you wish to do so.

Your Directors are of the opinion that the Resolutions to be considered at the AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, they unanimously recommend that you vote in favour of each of such Resolutions which they intend to do in respect of their own beneficial shareholdings of 170,265 ordinary shares, representing in aggregate 0.22% of the Company's issued share capital as at 25 March 2011.

The AGM is an important opportunity for your Board to meet you and for you to raise any questions and express your views in voting. I look forward to seeing you at the meeting.

Yours faithfully

W H Whiteley
Chairman

HILL & SMITH HOLDINGS PLC

(Registered in England No. 671474)

NOTICE OF ANNUAL GENERAL MEETING

THE 50th Annual General Meeting of Hill & Smith Holdings PLC will be held at The Village Hotel, The Green Business Park, Shirley, Solihull, B90 4GW on Thursday 12 May 2011 at 11.00 a.m. for the purpose of considering the following Resolutions of which Resolutions 1 to 6 constitute Ordinary Business and Resolutions 7 to 11 Special Business and of which Resolutions 1 to 7 will be proposed as Ordinary Resolutions and Resolutions 8 to 11 will be proposed as Special Resolutions.

Ordinary Business

Resolution 1

To receive and adopt the Company's Annual Accounts for the financial year ended 31 December 2010 and the reports of the Directors and the Auditor thereon.

The Directors will present to the Annual General Meeting the Accounts and the reports of the Directors and Auditor for the year ended 31 December 2010. These are contained in the Company's Annual Report and Accounts for the year ended 31 December 2010.

Resolution 2

To receive and approve the Directors' Remuneration Report for the financial year ended 31 December 2010.

Shareholders are entitled to vote upon the Remuneration Report which can be found (together with the Auditor's report thereon) within the Company's Annual Report and Accounts for the year ended 31 December 2010.

Resolution 3

To approve the payment of the proposed final dividend of 7.5p per share on 8 July 2011.

The proposed final dividend will be payable to shareholders on the register at the close of business on 3 June 2011. When taking the interim dividend of 5.2p per share into account this makes a total dividend for the year of 12.7p.

Resolution 4

To re-elect Mr D W Muir as a Director.

In accordance with the Combined Code of Corporate Governance and the Company's Articles of Association Mr D W Muir offers himself for re-election as a director. Mr Muir is Chief Executive of the Company and a member of the Nominations Committee.

Resolution 5

To re-elect Mr M Pegler as a Director.

In accordance with the Combined Code of Corporate Governance and the Company's Articles of Association Mr M Pegler offers himself for re-election as a director. Mr Pegler is Finance Director of the Company.

Biographical details of Directors standing for re-election are set out on page 25 of the Company's Annual Report and Accounts for the year ended 31 December 2010.

Resolution 6

To reappoint KPMG Audit Plc as Auditor from the conclusion of this meeting until the conclusion of the next general meeting before which accounts are laid and to authorise the Directors to determine the Auditor's remuneration.

The auditors of a Company must be reappointed at each general meeting at which accounts are laid. This Resolution, on the recommendation of the Audit Committee, proposes that KPMG Audit Plc be reappointed as Auditor and gives to the Directors authority to determine their remuneration.

Special Business

Resolution 7

THAT the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot and grant Relevant Securities (as defined below) up to an aggregate nominal amount of £6,401,513, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 12 August 2012 or, if earlier, the date of the next Annual General Meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted or granted and the Directors may allot or grant Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This Resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot and grant Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Relevant Securities means:

- (1) shares in the Company other than shares allotted pursuant to:
 - (a) an employee share scheme (as defined by section 1166 of the Companies Act 2006);
 - (b) a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
 - (c) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and
- (2) any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Companies Act 2006).

This Ordinary Resolution deals with the Directors' authority to allot and grant Relevant Securities in accordance with section 551 of the Companies Act 2006 and replaces the equivalent resolution from last year's Annual General Meeting. This Resolution complies with guidance issued by the Association of British Insurers (ABI) and will, if passed, authorise the Directors to allot Relevant Securities up to a maximum nominal amount of £6,401,513 which represents approximately 33.3% of the Company's issued ordinary shares as at 25 March 2011 (the last practicable date prior to the publication of this document).

As at close of business on 25 March 2011 the Company did not hold any treasury shares.

The authority granted by this Resolution will expire on 12 August 2012 or, if earlier, the date of the next Annual General Meeting of the Company.

The Directors have no present intention to exercise any authority to allot Relevant Securities other than to the extent necessary to satisfy options granted under the Company's share option schemes, but wish to retain the flexibility to do so should appropriate business opportunities arise.

Resolution 8

THAT, subject to the passing of Resolution 7, the Directors be given the general power to allot equity securities (as defined by section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by Resolution 7 or by way of a sale of treasury shares, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:

- (1) the allotment of equity securities in connection with an offer by way of a rights issue or general offer:
 - (a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (2) the allotment (otherwise than pursuant to paragraph (1) above) of equity securities up to an aggregate nominal amount of £961,188.

The power granted by this Resolution will expire on 12 August 2012 or, if earlier, the conclusion of the Company's next Annual General Meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

This Resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if either section 89(1) of the Companies Act 1985 or section 561(1) of the Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

This Special Resolution seeks the renewal of the Directors' power to allot equity securities for cash without it being necessary to first offer such equity securities to existing shareholders in certain circumstances. The current authority of the Directors in this regard expires at the conclusion of the Annual General Meeting. The Resolution to be put to the Meeting limits the power given to the Directors to:

- (a) the allotment of ordinary shares in connection with a rights issue or other proportionate general offer to shareholders; and

- (b) the allotment (otherwise than pursuant to (a) above) of ordinary shares up to an aggregate nominal value of £961,188 which is 5% of the Company's issued share capital as at 25 March 2011 (the last practicable date prior to the publication of this document).

As the pre-emption rights referred to in this Resolution apply to the sale of any shares held in treasury in the same way as to an issue of new shares for cash this Resolution also ensures that the authority given applies to any sale of treasury shares that the Company may hold in the future as well as to the issue of new shares for cash.

The power conferred by this Resolution will expire at the conclusion of the Annual General Meeting to be held in 2012 or on 12 August 2012, whichever is the earlier.

Your Directors have no intention of issuing more than 7.5% of the issued ordinary share capital of the Company in any rolling three year period and will comply with the relevant Institutional Investment Committee guidelines in this regard.

Resolution 9

THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 25p each provided that:

- (1) the maximum aggregate number of ordinary shares that may be purchased is 3,844,752;
- (2) the minimum price (excluding expenses) which may be paid for each ordinary share is 25p;
- (3) the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
 - (a) 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - (b) the value of an ordinary share calculated on the basis of the higher of the price of:
 - (i) the last independent trade of; and
 - (ii) the highest current independent bid for;

any number of the Company's ordinary shares on the trading venue where the purchase is carried out.

The authority conferred by this Resolution shall expire on 12 August 2012 or, if earlier, at the conclusion of the Company's next Annual General Meeting save that the Company may, before the expiry of the authority granted by this Resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

At the Annual General Meeting of the Company held on 7 May 2010 the Company was given authority to make market purchases of up to 3,842,357 of its ordinary shares being 5% of the Company's then issued share capital.

That authority expires at the conclusion of the Annual General Meeting and Resolution 9, which will be proposed as a Special Resolution, seeks a new authority to make market purchases of up to 3,844,752 of its ordinary shares, representing 5% of the Company's issued share capital as at 25 March 2011 (the last practicable date prior to the publication of this document). This authority (as in the case of the previous authority) specifies the minimum and maximum prices at which such ordinary shares may be purchased.

Your Directors have no current proposals to exercise these powers. They are committed to the long-term future of the Company and their intention is to exercise these powers of purchase only after careful consideration and in circumstances where, in the light of market conditions prevailing at the time, they are satisfied that it is likely to result in an increase in earnings per share and is in the best interests and to the benefit of the shareholders generally to do so.

If the power to buy back shares is exercised the Company may either cancel any shares so purchased or hold such shares in treasury. Shares held in treasury may be cancelled or resold for cash but all rights attaching to them (including rights to vote and receive dividends) are suspended whilst they are held in treasury. Your Directors will have regard to the interests of shareholders and to any Institutional Investment Committee guidelines as to whether any such shares bought back pursuant to the power given by this Resolution are cancelled or held as treasury shares and if held as treasury shares as to any subsequent dealings with such shares.

At 25 March 2011 (the last practicable date prior to the publication of this document) there were options (but no warrants) outstanding over 1,341,205 shares (1.744% of the Company's issued share capital at that date). If the authority given by this Resolution was fully used these options would represent 1.836% of the Company's issued share capital.

The power conferred by this Resolution will expire at the conclusion of the Annual General Meeting to be held in 2012 or on 12 August 2012 whichever is the earlier.

Resolution 10

THAT from the date of the passing of this Resolution (but so that the authority given by this Resolution shall expire at the conclusion of the next Annual General Meeting of the Company or 12 August 2012 whichever is the earlier) a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

This Special Resolution is required pursuant to the Companies (Shareholders' Rights) Regulations 2009 ("the Regulations") which were introduced on 3 August 2009 and increased the notice period for general meetings to 21 days. Prior to this introduction the Company was able to call general meetings (other than Annual General Meetings) on 14 clear days' notice. The Regulations provide that a Company can, however, reduce the notice period for calling meetings to the shorter period of 14 days on two conditions: first that the Company offers a facility for shareholders to vote by electronic means and secondly that there is an annual resolution of shareholders approving such reduction in the required minimum notice period. Accordingly Resolution 10 seeks the necessary approval to the calling of general meetings other than Annual General Meetings on 14 clear days' notice as your Directors would like to preserve this ability to assist the Company conduct its business and put any necessary matters to shareholders promptly. The approval will be effective until the earlier of the Company's next following Annual General Meeting and 12 August 2012. The Company must also meet the requirements for electronic voting under the Directive to fulfil the first condition before it can call a general meeting on 14 clear days' notice. Your Directors intend to use this authority only where the shorter notice will be to the advantage of shareholders as a whole or where it is merited by the business of the meeting and the circumstances surrounding the business.

Resolution 11

THAT the Articles of Association of the Company be altered by deleting the present Article 4(1) and the subsequent re-numbering of Article 4(2) as Article 4.

This Special Resolution proposes an amendment to the Articles of Association of the Company ("the Articles") to reflect a change in company law brought about by the Companies Act 2006 that is not yet reflected in the Articles. The Companies Act 2006 (inter alia) significantly reduces the constitutional significance of a company's memorandum and abolishes the concept of authorised share capital (that is a statement of the maximum amount of shares that may be issued by the Company). The Articles have been amended previously to deal with other changes brought about by the Companies Act 2006 but Article 4(1) of the Articles which reads "The authorised share capital of the Company at 12 May 2009 was £25,000,000 divided into 100,000,000 Ordinary Shares of 25p each" retains the concept of authorised share capital. If passed, therefore, this Resolution removes those words which will result in the Company no longer having an authorised share capital. In practice the Directors will continue to require shareholders' authorisation in order to allot shares and their authority to allot is and will continue to be limited in accordance with such authorisation (as is the case in the authority proposed to be given by Resolution 7 above).

1 April 2011

By order of the Board

J C Humphreys

Secretary

Registered Office:

Westhaven House
Arleston Way
Shirley
Solihull
B90 4LH

Attending the Annual General Meeting (“AGM”)

Entitlement to attend and vote

The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the Register of Members of the Company as at close of business on 10 May 2011 or, if the meeting is adjourned, in the Register of Members 48 hours before the time of any adjourned meeting shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries in the Register after close of business on 10 May 2011 or, if the meeting is adjourned, 48 hours before the time of any adjourned meeting shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Proxies

A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend, speak and vote on his/her behalf provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. A proxy need not be a member of the Company. A proxy or proxies can only be appointed using the procedures set out on page 8 of this document and in the notes to the Form of Proxy.

Completion and return of the Form of Proxy does not preclude a member from attending and voting at the AGM should he or she subsequently decide to do so.

Nominated Persons

Any person to whom the notice of AGM is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “Nominated Person”) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. Nominated Persons should contact the registered member by whom they were nominated (or perhaps their custodian or broker) in respect of these arrangements. The only exception to this is where the Company expressly requests a response from a Nominated Person.

The statement of the rights of shareholders in relation to the appointment of proxies in the section headed “Proxies” above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

Corporate Representatives

Any corporation which is a member of the Company can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same share.

Documents available at and prior to the AGM

A statement of all transactions of each Director and his family interests in the share capital of the Company and copies of contracts of service and letters of engagement of the Directors with the Company and a copy of the Articles of Association of the Company showing the amendment proposed by Resolution 11 will be available for inspection at the Company’s registered office on any weekday (Saturdays, Sundays and Bank Holidays excepted) during normal business hours and also at the AGM venue for a period of 15 minutes prior to and during the AGM.

Raising Questions

Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Audit Concerns

Under section 527 of the Companies Act 2006 members of the Company meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (a) the audit of the Company’s accounts (including the Auditor’s report and the conduct of the audit) that are to be laid before the AGM: or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company’s Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Website Information

Information regarding the AGM, including the information required by section 311A of the Companies Act 2006, is available from www.hsholdings.com.

Voting Rights

As at 25 March 2011 (the last practicable date prior to the publication of this document) the Company’s issued share capital comprised 76,895,053 ordinary shares, carrying one vote each. Therefore the total voting rights in the Company as at 25 March 2011 are 76,895,053.

Contacting the Company

Except as and for the purpose specifically otherwise provided in this Notice and in the Form of Proxy members who have general queries about the AGM should contact the Company by writing to the Company Secretary at the Company’s registered office and no other means of communication will be accepted. Any electronic address provided either in this Notice or any related documents (including the Chairman’s letter, proxy form or Annual Report and Accounts) may not be used to communicate with the Company for any purpose other than that expressly given for such electronic address.

Voting by proxy

As mentioned in your Chairman's letter, whether or not you intend to be present at the AGM, please do return the Form of Proxy. The completion and return of the Form of Proxy will not prevent you from attending the Meeting and voting in person if you wish to do so.

Appointing a proxy

If you have received a hard copy of this Notice a Form of Proxy will have been enclosed. A Form of Proxy is also available online at www.eproxyappointment.com. The Form of Proxy contains instructions on its submission, whether in hard copy form, online by way of the Registrar's website or via the CREST system. It also contains details of how to appoint more than one proxy. To file a proxy online you will need your SRN and PIN numbers which you will find on any email notification of this Notice or on any hard copy Form of Proxy that you have received. To be valid proxies must be completed and lodged with the Company's Registrars in accordance with the Explanatory Notes on the Form of Proxy not less than 48 hours before the time appointed for the holding of the AGM. If you have received a hard copy of this Notice a reply paid envelope will also have been provided. If you do not have but require a hard copy Form of Proxy or reply paid envelope or require additional forms (including for the purpose of changing any proxy instructions previously given) please contact Computershare Investor Services PLC (our Registrars) on 0870 707 1058.

Changing proxy instructions

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy please contact our Registrars on the number given above.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for receipt of proxies will take precedence.

Appointment of a proxy by CREST members

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID Number 3RA50) not later than 48 hours before the time appointed for holding the AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Joint holders and companies

In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). Seniority is determined by the order in which the names of such joint holders appear in the Register of Members. The signature of any one joint holder will be sufficient. In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which any Form of Proxy is signed (or a notarially certified copy of such power of attorney) must be included with the form.

Revoking a proxy

In order to revoke a proxy instruction you will need to inform the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. To be effective any such revocation must be received by the latest time for submission of Forms of Proxy.